

SCC eFile	2013 ANNUAL REPORT COMMONWEALTH OF VIRGINIA STATE CORPORATION COMMISSION	213511652						
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>1.) CORPORATION NAME: Proofpoint, Inc.</p> <p>2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS: CORPORATION SERVICE COMPANY BANK OF AMERICA CTR 16TH FLR 1111 E MAIN ST RICHMOND, VA 23219</p> <p>3.) CITY OR COUNTY OF VA REGISTERED OFFICE: RICHMOND CITY</p> <p>4.) STATE OR COUNTRY OF INCORPORATION: DE</p> </div> <div style="width: 35%;"> <p>DUE DATE: 4/30/2013</p> <p>SCC ID NO: F1893983</p> <p>5.) STOCK INFORMATION</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="text-align: left;">CLASS</th> <th style="text-align: left;">AUTHORIZED</th> </tr> <tr> <td>COMMON</td> <td>71,400,000</td> </tr> <tr> <td>PREFER</td> <td>39,423,844</td> </tr> </table> </div> </div>			CLASS	AUTHORIZED	COMMON	71,400,000	PREFER	39,423,844
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COMMON	71,400,000							
PREFER	39,423,844							
<p>6.) PRINCIPAL OFFICE ADDRESS:</p> <p style="margin-left: 40px;">ADDRESS: 892 ROSS DRIVE</p> <p style="margin-left: 40px;">CITY/ST/ZIP: SUNNYVALE, CA 94089</p>								
<p>7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.</p>								
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; vertical-align: top;"> NAME: TOM BARS TITLE: EXEC. VP ADDRESS: 892 ROSS DRIVE CITY/ST/ZIP/CO: SUNNYVALE, CA 94089 </td> <td style="width: 50%; vertical-align: top; text-align: right;"> <input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR </td> </tr> </table>			NAME: TOM BARS TITLE: EXEC. VP ADDRESS: 892 ROSS DRIVE CITY/ST/ZIP/CO: SUNNYVALE, CA 94089	<input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR				
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NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	Eric Hahn DIRECTOR 892 Ross Drive Sunnyvale, CA 94089	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	Dana Evan DIRECTOR 892 Ross Drive Sunnyvale, CA 94089	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	Kevin Harvey DIRECTOR 892 Ross Drive Sunnyvale, CA 94089	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	Philip Koen DIRECTOR 892 Ross Drive Sunnyvale, CA 94089	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	Rob Ward DIRECTOR 892 Ross Drive Sunnyvale, CA 94089	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	Anthony Bettencourt DIRECTOR 892 Ross Drive Sunnyvale, CA 94089	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	Michael Yang SECRETARY 892 Ross Drive Sunnyvale, CA 94089	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.			
/s/ Marlise Ricci		Marlise Ricci, VICE PRESIDENT	
SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT		DATE	
It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.			